

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
TAKEOFF TECHNOLOGIES, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 24-11106 (CTG)
Debtors.	)	
	)	(Jointly Administered)

**AMENDED<sup>2</sup> NOTICE OF AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON NOVEMBER 6, 2024 AT 1:15 P.M. (ET)**

**AT THE DIRECTION OF CHAMBERS THIS HEARING WILL NOW BE  
CONDUCTED AS A HYBRID HEARING AS ALL MATTERS ARE UNCONTESTED**

**This is a hybrid proceeding. Counsel does not need to appear in person for uncontested matters. Counsel arguing contested matters should appear in person. Please refer to Judge Goldblatt's Chambers Procedures (<https://www.deb.uscourts.gov/judge-craig-t-goldblatt>) and the Court's website (<http://www.deb.uscourts.gov/ecourt-appearances>) for information on who may participate remotely, the method of allowed participation (video or audio), Judge Goldblatt's expectations of remote participants, and the advance registration requirements.**

**The hearing will be held on the 3rd floor, Courtroom No. 7.**

**Registration is required by 4:00 p.m. (Eastern time) the business day before the hearing unless otherwise noticed using the eCourtAppearances tool available on the Court's website.**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of the Debtors federal tax identification numbers, as applicable, are: Takeoff Technologies, Inc. (0552); Takeoff Technologies Canada, Inc.; Takeoff Technologies Australia Pty Ltd. (ACN 639 288 958); Takeoff Technologies FZE; Takeoff International Subco India Private Limited; and Takeoff International Subco, LLC. The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is 203 Crescent Street, Suite 203, Waltham, Massachusetts 02453.

<sup>2</sup> Amended items appear in bold.

## **RESOLVED MATTER**

1. Motion of Knapp Inc. and Knapp Systemintegration GmbH for (A) Allowance of Administrative Expense Claims Pursuant to 11 U.S.C. §§ 365(d)(3), 503(b)(1) and 507(a)(2), and Compelling Immediate Payment Thereof, and (B) for Sanctions Against the Official Committee of Unsecured Creditors [[D.I. 421](#), 10/2/24]

Objection Deadline: October 11, 2024 at 4:00 p.m. (ET)

### Objections/Informal Responses:

- A. Objection of the Official Committee of Unsecured Creditors [[D.I. 444](#), 10/16/24]

### Related Pleadings:

- B. Reply in Support of the Motion of Knapp Inc. and Knapp Systemintegration GmbH for (A) Allowance of Administrative Expense Claims Pursuant to 11 U.S.C. §§ 365(d)(3), 503(b)(1) and 507(a)(2), and Compelling Immediate Payment Thereof, and (B) for Sanctions Against the Official Committee of Unsecured Creditors [[D.I. 454](#), 10/20/24]
- C. Notice of Cancellation of Hearing on October 23, 2024 at 2:00 p.m. (ET) [[D.I. 459](#), 10/23/24]
- D. Certification of Counsel [[D.I. 469](#), 10/31/24]
- E. Order Granting, in Part, Motion of KNAPP, Inc. and KNAPP Systemintegration GMBH for (A) Allowance of Administrative Expense Claims Pursuant to 11 U.S.C. §§ 365(d)(3), 503(b)(1) and 507(a)(2), and Compelling Immediate Payment Thereof, and (B) for Sanctions Against the Official Committee of Unsecured Creditors [[D.I. 470](#), 11/1/24]

Status: An order has been entered. No hearing is required.

## **MATTERS GOING FORWARD**

2. Debtors' Motion for Entry of an Order (I) Approving the Combined Disclosure Statement and Plan on an Interim Basis for Solicitation Purposes Only; (II) Establishing Solicitation and Tabulation Procedures; (III) Approving the Form of Ballot and Solicitation Materials; (IV) Establishing the Voting Record Date; (V) Fixing the Date, Time, and Place for the Combined Hearing and the Deadline for Filing Objections Thereto; (VI) Establishing Bar Date for Filing Requests for Allowance of Initial Administrative Claims; and (VII) Granting Related Relief [[D.I. 417](#), 9/27/24]

Objection Deadline: October 16, 2024 at 4:00 p.m. (ET); extended for the U.S. Trustee to October 16, 2024 at 4:00 p.m. (ET); extended for the Official Committee to the date of the hearing.

Objections/Informal Responses:

- A. Informal comments from the Official Committee of Unsecured Creditors.
- B. Informal Comments from the DIP Lenders.
- C. Objection of the United States Trustee for the District of Delaware [D.I. 443, 10/16/24]

Related Pleadings:

- D. Combined Disclosure Statement and Joint Chapter 11 Plan of Takeoff Technologies, Inc. and Its Debtor Affiliates [D.I. 416, 9/27/24]
- E. Notice of Cancellation of Hearing on October 23, 2024 at 2:00 p.m. (ET) [D.I. 459, 10/23/24]
- F. **Notice of Filing of Revised Proposed Interim Disclosure Statement Order [D.I. 472, 11/5/24]**
- G. **Notice of Filing of (I) Revised Combined Disclosure Statement and Joint Chapter 11 Plan of Takeoff Technologies, Inc. and Its Debtor Affiliates; and (II) Blackline Thereof [D.I. 473, 11/5/24]**

**Status: The Debtors have resolved the objection of the United States Trustee. The Debtors anticipate resolving all informal comments prior to the hearing. This matter is going forward on a consensual basis.**

- 3. Renewed Motion of the Official Committee of Unsecured Creditors for Entry of an Order Converting the Debtors' Chapter 11 Cases to Cases Under Chapter 7 of the Bankruptcy Code [D.I. 426, 10/10/24]

Objection Deadline: At the hearing.

Objections/Informal Responses:

- A. Informal Response of the Debtors

Related Pleadings:

- B. Declaration of Matthew Dundon in Support of the Renewed Motion of the Official Committee of Unsecured Creditors for Entry of an Order Converting the Debtors' Chapter 11 Cases to Cases Under Chapter 7 of the Bankruptcy Code [[D.I. 427](#), 10/10/24]
- C. Motion of the Official Committee of Unsecured Creditors to Shorten Notice and for Expedited Hearing on the Renewed Motion of the Official Committee of Unsecured Creditors for Entry of an Order Converting the Debtors' Chapter 11 Cases to Cases Under Chapter 7 of the Bankruptcy Code [[D.I. 428](#), 10/10/24]
- D. Declaration of Todd C. Meyers in Support of the Renewed Motion of the Official Committee of Unsecured Creditors for Entry of an Order Converting the Debtors' Chapter 11 Cases to Cases Under Chapter 7 of the Bankruptcy Code [[D.I. 431](#), 10/10/24]
- E. Notice of Cancellation of Hearing on October 23, 2024 at 2:00 p.m. (ET) [[D.I. 459](#), 10/23/24]

Status: This matter is going forward as a status conference.

Dated: November 4, 2024  
Wilmington, Delaware

/s/ Joseph M. Mulvihill

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

Joseph M. Mulvihill (Del. Bar No. 6061)  
Shella Borovinskaya (Del. Bar No. 6758)  
Kristin L. McElroy (Del. Bar No. 6871)  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253  
Email: [jmulvihill@ycst.com](mailto:jmulvihill@ycst.com)  
[sborovinskaya@ycst.com](mailto:sborovinskaya@ycst.com)  
[kmcelroy@ycst.com](mailto:kmcelroy@ycst.com)

*Co-Counsel for the Debtors and  
Debtors in Possession*

**SHEPPARD, MULLIN, RICHTER &  
HAMPTON LLP**

Justin R. Bernbrock (admitted *pro hac vice*)  
Catherine Jun (admitted *pro hac vice*)  
321 North Clark Street, 32nd Floor  
Chicago, Illinois 60654  
Telephone: (312) 499-6300  
Facsimile: (312) 499-6301  
Email: [jbernbrock@sheppardmullin.com](mailto:jbernbrock@sheppardmullin.com)  
[cjun@sheppardmullin.com](mailto:cjun@sheppardmullin.com)

-and-

Alexandria G. Lattner (admitted *pro hac vice*)  
650 Town Center Drive, 10th Floor  
Costa Mesa, California 92626  
Telephone: (714) 513-5100  
Facsimile: (714) 513-5130  
Email: [alattner@sheppardmullin.com](mailto:alattner@sheppardmullin.com)

*Co-Counsel for the Debtors and  
Debtors in Possession*

